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March 5, 1999

VIA FEDERAL EXPRESS

Mr. Bradley P. Pollock
Bell & Pollock
26 W. Dry Creek Circle
Littleton, CO 80120



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FedEx Tracking Number — PULL UP PURPLE TAB

Re: Global Pilot Platform Patent Application
Our File No. 10655.7100

Dear Mr. Pollock:

We reviewed your letter dated January 28, 1999. Snell & Wilmer Law Firm represents American Express with respect to its patent matters only. To the extent that your clients believe employment related issues may exist regarding the circumstances of their departure from American Express, such issues should be addressed with American Express. Irrespective of such possible issues, your clients' legal obligation to assist American Express in pursuing its patent protection for the Global Pilot Platform System remains because your clients' contribution to the development of the Global Pilot Platform System was within the scope of their duties as American Express employees.

With respect to the patent issues, due to your clients' lack of compliance with our previous requests, we were forced to take appropriate action to avoid abandonment of the patent application by filing a new patent application. Michael Blandina recognized his obligations and cooperated with American Express by simply reviewing the parent patent application and signing the appropriate declaration and assignment. As such, the new patent application incorporates the minor amendments suggested and approved by Mr. Blandina and claims priority on the first patent application under 35 U.S.C. §120. Similar to the previous application, we must now obtain your clients' signatures on the attached new declarations and assignments.

Although your clients asserted that they previously reviewed the first patent application in September, 1998, they now assert that they need substantial additional

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time to review the minimal changes to the application before deciding whether to execute the Declaration. Thus, to allow your clients ample time to review the patent application, we request that the enclosed documents be executed and returned to my office no later than **March 23, 1999**. Additionally, to assist in your clients' review of the new patent application, the following are the changes from the earlier filed application.

IN THE SPECIFICATION

- On page 4, line 6, after "various" insert "--stored value product--.
- On page 4, line 8, change "shared" to "--stored--.
- On page 5, line 16, change "an object" to "--a functionality--.
- On page 6, line 10, change "applications" to "--products--.
- On page 7, delete lines 8-16.
- On page 8, line 7, change "is" to "--supports--.
- On page 8, line 7, change "sub-entities" to "--customers--.
- On page 8, line 12, change "clients 138" to "--franchisers 142--.
- On page 8, line 24, change "entity clients 138" to "--entities--.
- On page 11, line 10, change "108 and 112" to "--128 and 136--.
- On page 12, line 20, delete "shared" and substitute therefor "--stored--.
- On page 12, line 24, delete "does" and substitute therefor "--may--.
- On page 13, line 24, delete "In a preferred embodiment, balancing system 118 additionally".
- On page 14, delete lines 1-2.
- On page 14, line 4, change "clients 138" to "--customers using stored value products--.
- On page 15, line 20, change "shared" to "--stored--.
- On page 16, line 13, change "shared" to "--stored--.
- On page 16, line 16, delete "graphical".
- On page 22, line 6, change "for example" to "--such as--.
- On page 22, line 23, change "transaction" to "--transactions--.

IN THE CLAIMS

- Claim 1, line 5, delete "is capable of".
- Claim 1, line 6, change "associating" to "--associates--.
- Claim 1, line 9, delete "being capable of".
- Claim 10, line 5, delete "being".
- Claim 10, line 6, delete "capable of".
- Claim 10, line 8, delete "being capable of".

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American Express remains willing to honor its previous offer to pay each of your clients for up to four hours to review the new application, declaration, assignment and execute the declaration and assignment. As stated in my previous correspondence, American Express is willing to pay a reasonable hourly rate which your client's currently bill for their services at their new positions (*i.e.*, Robert Berry's consulting rate at Michael Blandina's company). Furthermore, it is understood that you and your clients will respect the confidentiality of the patent application.

We look forward to your prompt return of the executed declarations and assignments. In the meantime, if you or your clients have any questions related to the new application or the changes to the new application, we would be more than happy to discuss any aspect of the patent application with you or your clients.

We appreciate your forwarding the attached information to your clients and obtaining the appropriate signatures in a timely manner.

Sincerely,

SNELL & WILMER LLP

Howard I. Sobelman

HIS:dm

Enclosures

cc: Judith Rinearson
Robert Miller
Michael K. Kelly

ASSIGNMENT

UTILITY PATENT

WHEREAS, the undersigned inventor(s) (hereinafter singly and collectively, "ASSIGNOR") of the addresses indicated below, have invented a STORED VALUE TRANSACTION SYSTEM INCLUDING AN INTEGRATED DATABASE SERVER for which application for Letters Patent of the United States was filed on February 1, 1999 and assigned U.S. Serial No. 09/241,188;

AND WHEREAS, AMERICAN EXPRESS TRAVEL RELATED SERVICES COMPANY, INC. (hereinafter "ASSIGNEE"), a corporation organized and existing under and by virtue of the laws of the State of New York having its principal place of business and mailing address at General Counsel's Office, American Express Tower, World Financial Center, New York, NY 10285, is desirous of acquiring an interest therein;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR by these presents does sell, assign and transfer unto ASSIGNEE, its successors, assigns and legal representatives, the full and exclusive right to the invention as described in the aforesaid application, including any provisional, non-provisional, continuation, continuation in part, divisional, reissue, reexamination, foreign, PCT or other patent application or like document, in the United States and all foreign countries, together with the right of priority under the International Convention for the Protection of Industrial Property, Inter-American Convention Relating to Patents, Designs and Industrial Models, and any other international agreements to which the United States adheres, and hereby authorizes and requests the Commissioner of Patents to issue said Letters Patent to ASSIGNEE, for the sole use and benefit of ASSIGNEE, its successors, assigns and legal representatives,

AND HEREBY AGREES to transfer a like interest to ASSIGNEE, its successors, assigns and legal representatives, without further remuneration, in and to any improvements and applications for patents based thereon, growing out of or relating to the invention; and to provide all reasonable assistance and execute any papers desired by ASSIGNEE, its successors, assigns and legal representatives, to perfect ASSIGNEE's full protection and title in and to the invention hereby transferred and to file any of the aforementioned applications.

EXECUTED as of the date(s) written below by ASSIGNOR:

INVENTOR'S NAME	ADDRESS	SIGNATURE	DATE
Mari Belczynski	_____ _____	_____	_____
STATE OF _____)		
) ss.		
County of _____)		

On this _____ day of _____, 1999, before me, a notary public in and for said county, appeared Mari Belczynski who is personally known to me to be the same person whose name is subscribed to the foregoing instrument, and he acknowledged that he signed, sealed and delivered the said instrument as a free and voluntary act for the uses and purposes therein set forth.

(Seal)

Notary Public

My commission expires:

SNELL & WILMER L.L.P.
One Arizona Center
400 East Van Buren
Phoenix, Arizona 85004-0001
(602) 382-6000

ASSIGNMENT

UTILITY PATENT

WHEREAS, the undersigned inventor(s) (hereinafter singly and collectively, "ASSIGNOR") of the addresses indicated below, have invented a STORED VALUE TRANSACTION SYSTEM INCLUDING AN INTEGRATED DATABASE SERVER for which application for Letters Patent of the United States was filed on February 1, 1999 and assigned U.S. Serial No. 09/241,188;

AND WHEREAS, AMERICAN EXPRESS TRAVEL RELATED SERVICES COMPANY, INC. (hereinafter "ASSIGNEE"), a corporation organized and existing under and by virtue of the laws of the State of New York having its principal place of business and mailing address at General Counsel's Office, American Express Tower, World Financial Center, New York, NY 10285, is desirous of acquiring an interest therein;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR by these presents does sell, assign and transfer unto ASSIGNEE, its successors, assigns and legal representatives, the full and exclusive right to the invention as described in the aforesaid application, including any provisional, non-provisional, continuation, continuation in part, divisional, reissue, reexamination, foreign, PCT or other patent application or like document, in the United States and all foreign countries, together with the right of priority under the International Convention for the Protection of Industrial Property, Inter-American Convention Relating to Patents, Designs and Industrial Models, and any other international agreements to which the United States adheres, and hereby authorizes and requests the Commissioner of Patents to issue said Letters Patent to ASSIGNEE, for the sole use and benefit of ASSIGNEE, its successors, assigns and legal representatives,

AND HEREBY AGREES to transfer a like interest to ASSIGNEE, its successors, assigns and legal representatives, without further remuneration, in and to any improvements and applications for patents based thereon, growing out of or relating to the invention; and to provide all reasonable assistance and execute any papers desired by ASSIGNEE, its successors, assigns and legal representatives, to perfect ASSIGNEE's full protection and title in and to the invention hereby transferred and to file any of the aforementioned applications.

EXECUTED as of the date(s) written below by ASSIGNOR:

INVENTOR'S NAME	ADDRESS	SIGNATURE	DATE
Robert Berry	_____ _____	_____	_____
STATE OF _____)		
) ss.		
County of _____)		

On this _____ day of _____, 1999, before me, a notary public in and for said county, appeared Robert Berry who is personally known to me to be the same person whose name is subscribed to the foregoing instrument, and he acknowledged that he signed, sealed and delivered the said instrument as a free and voluntary act for the uses and purposes therein set forth.

(Seal)

Notary Public

My commission expires:

SNELL & WILMER L.L.P.
One Arizona Center
400 East Van Buren
Phoenix, Arizona 85004-0001
(602) 382-6000

Docket No.
10655.7117

Declaration For Patent Application

English Language Declaration

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name,

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled

STORED VALUE TRANSACTION SYSTEM INCLUDING AN INTEGRATED DATABASE SERVER

the specification of which

(check one)

☐ is attached hereto.

☒ was filed on February 1, 1999 as United States Application No. or PCT International
Application Number 09/241,188
and was amended on _____

(if applicable)

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose to the United States Patent and Trademark Office all information known to me to be material to patentability as defined in Title 37, Code of Federal Regulations, Section 1.56.

I hereby claim foreign priority benefits under Title 35, United States Code, Section 119(a)-(d) or Section 365(b) of any foreign application(s) for patent or inventor's certificate, or Section 365(a) of any PCT International application which designated at least one country other than the United States, listed below and have also identified below, by checking the box, any foreign application for patent or inventor's certificate or PCT International application having a filing date before that of the application on which priority is claimed.

Prior Foreign Application(s)

Priority Not Claimed

(Number)

(Country)

(Day/Month/Year Filed)

☐

(Number)

(Country)

(Day/Month/Year Filed)

☐

(Number)

(Country)

(Day/Month/Year Filed)

☐

I hereby claim the benefit under 35 U.S.C. Section 119(e) of any United States provisional application(s) listed below:

09/105,406

June 26, 1998

(Application Serial No.)

(Filing Date)

(Application Serial No.)

(Filing Date)

(Application Serial No.)

(Filing Date)

I hereby claim the benefit under 35 U. S. C. Section 120 of any United States application(s), or Section 365(c) of any PCT International application designating the United States, listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States or PCT International application in the manner provided by the first paragraph of 35 U.S.C. Section 112, I acknowledge the duty to disclose to the United States Patent and Trademark Office all information known to me to be material to patentability as defined in Title 37, CFR Section 1.56 which became available between the filing date of the prior application and the national or PCT International filing date of this application:

(Application Serial No.)

(Filing Date)

(Status)
(patented, pending, abandoned)

(Application Serial No.)

(Filing Date)

(Status)
(patented, pending, abandoned)

(Application Serial No.)

(Filing Date)

(Status)
(patented, pending, abandoned)

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of sole or first inventor Michael Blandina	
Sole or first inventor's signature	Date
Residence	
Citizenship	
Post Office Address	

Full name of second inventor, if any Robert Berry	
Second inventor's signature	Date
Residence	
Citizenship	
Post Office Address	

Full name of third inventor, if any Mari Belczynski	
Third inventor's signature	Date
Residence	
Citizenship	
Post Office Address	

Full name of fourth inventor, if any	
Fourth inventor's signature	Date
Residence	
Citizenship	
Post Office Address	